

WEIL, GOTSHAL & MANGES LLP

Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Richard W. Slack (*pro hac vice*)
(richard.slack@weil.com)
Theodore E. Tsekerides (*pro hac vice*)
(theodore.tsekerides@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP

Tobias S. Keller (#151445)
(tkeller@kbbkllp.com)
Peter J. Benvenutti (#60566)
(pbenvenutti@kbbkllp.com)
Jane Kim (#298192)
(jkim@kbbkllp.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496 6723
Fax: (415) 636 9251

*Attorneys for Appellees (Debtors and
Reorganized Debtors)*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**Reorganized
Debtors.**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Reorganized Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**APPELLEES' RESPONSE TO
SECURITIES PLAINTIFFS'
STATEMENT OF ISSUES AND
DESIGNATION OF ADDITIONAL
ITEMS TO BE INCLUDED IN THE
RECORD ON APPEAL**

1 PG&E Corporation and Pacific Gas and Electric Company (collectively, the “**Debtors**” or as
2 reorganized pursuant to the Plan (as defined below), the “**Reorganized Debtors**” or “**Appellees**”)
3 submit this response to the July 16, 2020 filing by Public Employees Retirement Association of New
4 Mexico, a named plaintiff in the securities class action captioned as *In re PG&E Corporation*
5 *Securities Litigation*, Case No. 18-03509 (the “**Securities Litigation**”) pending in the United States
6 District Court for the Northern District of California, and together with York County on behalf of the
7 County of York Retirement Fund, City of Warren Police and Fire Retirement System, and Mid-Jersey
8 Trucking Industry & Local No. 701 Pension Fund (collectively, the “**Securities Plaintiffs**”) of its
9 *Statement of Issues and Designation of Items to Be Included in the Record on Appeal* [Dkt. No. 8421]
10 (the “**Statement**”) in connection with the appeal from the *Order Confirming Debtors’ and*
11 *Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020*, entered on
12 June 20, 2020 [Dkt. No. 8053] (the “**Confirmation Order**”) by the United States Bankruptcy Court
13 for the Northern District of California (the “**Bankruptcy Court**”), pursuant to which the Bankruptcy
14 Court confirmed the Reorganized Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of
15 Reorganization Dated June 19, 2020 [Dkt. No. 8048] (the “**Plan**”).

16 **I. RESPONSE TO STATEMENT OF ISSUES ON APPEAL**

17 The sole limited issue on appeal is:

18 1. Whether the Bankruptcy Court abused its discretion in approving the defined term in
19 the Plan, “Insurance Deduction” (Plan Section 1.127A), in connection with the treatment of Allowed
20 HoldCo Rescission or Damage Claims under Class 10A-II of the Plan.

21 **II. DESIGNATION OF RECORD ON APPEAL**

22 Pursuant to Bankruptcy Rule 8009, Appellees hereby designate the following additional items
23 to be included in the record on appeal, or as corrections to errors in the Securities Plaintiffs’ Statement,
24 which include all exhibits and addenda attached thereto and filed therewith and all documents
25 incorporated by reference therein:
26
27
28

Items from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
263	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	02/01/2019
2471	Motion Pursuant to 11 U.S.C. §§ 363 and 105(a) and Fed. R. Bankr. P. 6004 Authorizing Debtors to Purchase D&O Insurance	06/10/2019
2472	Declaration of Janaize Markland in Support of D&O Insurance Motion	06/10/2019
5042	Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	12/09/2019
5369	Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5370	Declaration of Christina Pullo (i) Regarding Implementation of the Debtors' Notice Procedures and (ii) in Support of the Debtors' Objection to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Proof of Claim	01/14/2020
5371	Declaration of Benjamin P.D. Schrag (i) Regarding Implementation of the Debtors' Notice Procedures and Supplemental Notice Plan and (ii) in Support of the Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5372	Declaration of Jeanne C. Finegan (i) Regarding Implementation of the Debtors' Notice Procedures and Supplemental Notice Plan and (ii) in Support of the Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5373	Opposition of Official Committee of Tort Claimants' to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/14/2020
5374	Debtors' Request for Judicial Notice in Support of Debtors' Objection to Class Representative's Motion to Extend Application of Federal Rule of Civil Procedure 23 to Proof of Claim	01/14/2020
5375	Declaration of David J. Richardson in Support of Opposition of Official Committee of Tort Claimant's to Securities Lead Plaintiff's	01/14/2020

Dkt. No.	Description	Date
	Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	
5452	Securities Lead Plaintiff's Reply in Further Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/22/2020
5456	Declaration of Adam D. Walter of A.B. Data, Ltd. Regarding Standard Procedures and Methods Utilized in Securities Class Action Notice Programs	01/22/2020
5458	Declaration of Andrew D. Behlmann, Esq. in Support of Securities Lead Plaintiff's Reply in Further Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	01/22/2020
5604	Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/3/2020
5786	Securities Lead Plaintiff's Supplemental Brief in Support of Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim	02/14/2020
5787	Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5788	Supplemental Brief and Reservation of Rights of Official Committee of Tort Claimants' to Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim (Dkt. No. 5042)	02/14/2020
5789	Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5790	Memorandum in Support of Debtors' Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline	02/14/2020
5818	Ex Parte Motion of Securities Lead Plaintiff Pursuant to B.L.R. 9006-1 Requesting Order Shortening Time for Hearing on Securities Lead Plaintiff's Motion to Strike Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline [ECF No. 5789]	02/18/2020
5819	Declaration of Andrew Behlmann in Support of Ex Parte Motion of Securities Lead Plaintiff Pursuant to B.L.R. 9006-1 Requesting	02/18/2020

Dkt. No.	Description	Date
	Order Shortening Time for Hearing on Securities Lead Plaintiff's Motion to Strike Declaration of Christina Pullo in Support of the Debtors' Supplemental Brief in Response to the Court's Tentative Ruling Regarding Motion to Apply Rule 7023 and Order Setting Deadline [ECF No. 5789]	
N/A	DOCKET TEXT ORDER (no separate order issued:) The court will not shorten time to hear a motion to strike (Dkt. Nos. 5814 & 5818) the Pullo declaration, nor require a response before the February 20, 2020 hearing, nor limit the scope of what it will discuss with counsel at the hearing. Each side will have an opportunity to address any questions posed by the court, not just those mentioned in the docket text yesterday, and to the argue for the position advocated and against the position opposed (Dkt. Nos. 5604, 5786 & 5787). (RE: related document(s) 5814 Motion Miscellaneous Relief filed by Interested Party Securities Lead Plaintiff and the Proposed Class, 5818 Motion to Shorten Time filed by Interested Party Securities Lead Plaintiff and the Proposed Class). (Montali, Dennis) (Entered: 02/18/2020)	02/18/2020
5887	Memorandum Decision Regarding Motion to Apply Rule 7023	02/24/2020
5888	Court's Intentions Re Proposed Order	02/24/2020
5902	Notice Regarding Filing of Proposed Order in Response to the Court's Intentions Regarding Proposed Order	02/26/2020
5943	Order (I) Denying Securities Lead Plaintiff's Motion to Apply Bankruptcy Rule 7023 to Class Proof of Claim and (II) Extending Bar Date for Certain Holders of Securities Claims for Rescission or Damages	02/27/2020
6144	Securities Lead Plaintiff's Objection To (I) Solicitation Procedures Motion and (II) Disclosure Statement For Debtors' And Shareholder Proponents' Joint Chapter 11 Plan Of Reorganization	03/06/2020
6353	Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including Exhibit B, the "Financial Projections")	03/17/2020
6448	[Proposed] Supplement to Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	03/24/2020
7182	Order Establishing Confirmation Hearing Protocol	05/13/2020

Dkt. No.	Description	Date
7503	Notice of Filing of Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020
7512	Declaration of Kenneth S. Ziman in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (including all exhibits thereto)	05/22/2020
7514	Declaration of John Boken in Support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	05/22/2020
7572	Debtors' and Shareholder Proponents' Amended Joint Confirmation Hearing Exhibit List (including all exhibits thereto)	05/25/2020
8092	Order Regarding Objections to Exhibits	06/24/2020

Hearing Transcripts from *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Dkt. No.	Description	Date
1097	March 27, 2019 Omnibus Hearing Transcript	03/28/2019
5562	Transcript of January 29, 2020 Hearing	01/30/2020
5563	Transcript of January 29, 2020 Hearing	01/30/2020
5870	Transcript of February 20, 2020 Hearing	02/25/2020
5927	Transcript of February 26, 2020 Hearing	02/27/2020
5950	Transcript of February 27, 2020 Hearing	02/28/2020
6782	Transcript of April 14, 2020 Hearing	04/16/2020
7091	Transcript of May 6, 2020 Hearing	05/07/2020
7445	May 19, 2020 Hearing Transcript	05/21/2020
7576	May 22, 2020 Hearing Transcript	05/26/2020
7609	May 26, 2020 Hearing Transcript	05/28/2020
7637	May 27, 2020 Hearing Transcript	05/28/2020
7665	May 28, 2020 Hearing Transcript	05/29/2020

Dkt. No.	Description	Date
7701	May 29, 2020 Hearing Transcript	06/01/2020
7710	June 1, 2020 Hearing Transcript	06/02/2020
7809	June 4, 2020 Hearing Transcript	06/05/2020
7932	June 11, 2020 Hearing Transcript	06/16/2020
7984	June 16, 2020 Hearing Transcript	06/17/2020

Proofs of Claim filed in *In re PG&E Corp., et al.*, Case No. 19-30088 (DM):

Claim No.	Claimant	Date
64352	Anthony F. Earley, Jr.	10/18/2019
64211	Anthony F. Earley, Jr.	10/18/2019
105574	Anthony F. Earley, Jr.	06/1/2020
105575	Anthony F. Earley, Jr.	06/1/2020
66240	Geisha J. Williams	10/20/2019
67762	Geisha J. Williams	10/20/2019
67818	Geisha J. Williams	10/20/2019
67338	Geisha J. Williams	10/20/2019
105581	Geisha J. Williams	06/1/2020
105584	Geisha J. Williams	06/1/2020
58618	Nickolas Stavropoulos	10/18/2019
64154	Nickolas Stavropoulos	10/18/2019
105582	Nickolas Stavropoulos	06/1/2020
105587	Nickolas Stavropoulos	06/1/2020
59284	Julie M. Kane	10/18/2019
64280	Julie M. Kane	10/18/2019

Claim No.	Claimant	Date
105590	Julie M. Kane	06/2/2020
105591	Julie M. Kane	06/2/2020
64128	Christopher P. Johns	10/18/2019
64129	Christopher P. Johns	10/18/2019
105576	Christopher P. Johns	06/1/2020
105577	Christopher P. Johns	06/1/2020
58925	Patrick M. Hogan	10/18/2019
64162	Patrick M. Hogan	10/18/2019
105578	Patrick M. Hogan	06/1/2020
105583	Patrick M. Hogan	06/1/2020
77867	Barbara L. Rambo	10/18/2019
78425	Barbara L. Rambo	10/18/2019
59428	David S. Thomason	10/18/2019
59669	David S. Thomason	10/18/2019
105579	David S. Thomason	06/1/2020
105580	David S. Thomason	06/1/2020
59430	Dinyar B. Mistry	10/18/2019
64166	Dinyar B. Mistry	10/18/2019
105585	Dinyar B. Mistry	06/1/2020
105586	Dinyar B. Mistry	06/1/2020
62460	Lewis Chew	10/18/2019
78341	Lewis Chew	10/18/2019
79737	Fred J. Fowler	10/18/2019

Claim No.	Claimant	Date
79413	Fred J. Fowler	10/18/2019
77931	Maryellen C. Herringer	10/18/2019
62467	Maryellen C. Herringer	10/18/2019
78704	Richard C. Kelly	10/21/2019
77647	Richard C. Kelly	10/21/2019
79574	Roger H. Kimmel	10/18/2019
76135	Roger H. Kimmel	10/18/2019
77891	Richard A. Meserve	10/18/2019
79733	Richard A. Meserve	10/18/2019
78312	Forrest E. Miller	10/18/2019
78352	Forrest E. Miller	10/18/2019
78345	Barry Lawson Williams	10/18/2019
79710	Barry Lawson Williams	10/18/2019
79763	Rosendo G. Parra	10/18/2019
78941	Rosendo G. Parra	10/18/2019
78373	Anne Shen Smith	10/18/2019
79833	Anne Shen Smith	10/18/2019
79728	Eric D. Mullins	10/18/2019
79860	Eric D. Mullins	10/18/2019
69105	Public Employees Retirement Association of New Mexico	10/21/2019
71345	Public Employees Retirement Association of New Mexico	10/21/2019
101691	Public Employees Retirement Association of New Mexico	04/16/2020

Items from *PG&E Corp., et al. v. Pub. Emp. Ret. Ass'n of N.M.*, Adv. Pro. No. 19-03039 (DM):

Dkt. No.	Description	Date
1	Debtors' Complaint for Preliminary and Permanent Injunctive Relief as to <i>In re PG&E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.)	06/18/2019
2	Debtors' Motion for a Preliminary Injunction as to <i>In re PG&E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.) and Memorandum of Points and Authorities in Support (including all exhibits thereto)	06/18/2019
3	Declaration of Elizabeth Collier in Support of Debtors' Motion for a Preliminary Injunction as to <i>In re PG&E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.) (including all exhibits thereto)	06/18/2019
14	Memorandum of Points and Authorities in Further Support of Debtors' Motion for a Preliminary Injunction as to <i>In re PG&E Corp. Securities Litig.</i> , 18-CV-03509 (N.D. Cal.)	08/01/2019

The Reorganized Debtors reserve the right to designate additional items for inclusion in the record or restate the issues presented on appeal.

Dated: July 30, 2020

WEIL, GOTSHAL & MANGES LLP

KELLER BENVENUTTI KIM LLP

By: /s/ Richard W. Slack
Richard W. Slack
Peter J. Benvenutti

*Attorneys for the Appellees (Debtors and
Reorganized Debtors)*